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UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION III

IN THE MATTER OF

DUBLIN TCE SITE
BUCKS COUNTY,
PENNSYLVANIA

SEQUA CORPORATION,
JOHN H. THOMPSON

Docket No. III-95-59-DC

Respondents

Proceeding Under Section 106(a)
of the Comprehensive Environmental
Response, Compensation, and
Liability Act of 1980, as amended,
42 U.S.C. § 9606(a)

ADMINISTRATIVE ORDER
FOR REMEDIAL ACTION

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ATTACHMENT 1: RECORD OF DECISION

ATTACHMENT 2: FINAL REMEDIAL DESIGN FOR THE WATER
SUPPLY AND TREATMENT SYSTEM

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ADMINISTRATIVE ORDER
FOR REMEDIAL ACTION

I. JURISDICTION

A. This Administrative Order ("Order") is issued to the above Respondents by the Environmental Protection Agency ("EPA") under the authority vested in the President of the United States by Section 106(a) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, ("CERCLA"), 42 U.S.C. § 9606(a). This authority was delegated to the Administrator of EPA on January 23, 1987, by Executive Order No.

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12580 (52 Fed. Reg. 2923, January 29, 1987), and was further delegated to EPA Regional Administrators on September 13, 1987, by EPA Delegation No. 14-14-B.

B. Prior notice of this Order has been given to the Commonwealth of Pennsylvania pursuant to Section 106(a) of CERCLA, 42 U.S.C. § 9606(a).

II. PARTIES BOUND

A. This Order is issued to Sequa Corporation and John H. Thompson ("Respondents").

B. This Order shall apply to and be binding upon the Respondents and their successors and assigns.

C. Respondents are jointly and severally responsible for implementing all of the requirements of this Order. The failure by one of the Respondents to comply with all or any part of this Order shall not in any way excuse or justify noncompliance by the other Respondent. Neither Respondent shall interfere with the performance of requirements set forth under this Order.

D. Neither a change in ownership of any property covered by this Order, nor a change in the ownership or corporate or partnership status of any Respondent, shall in any way alter, diminish, or otherwise affect Respondents' obligations and responsibilities under this Order.

E. In the event of any change in ownership or control of the property covered by this Order, 120 Mill Street, Dublin, Bucks County, Pennsylvania (the "Facility"), currently owned by Respondent John H. Thompson, Respondent Thompson shall notify

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EPA, in writing, at least thirty (30) days in advance of the effective date of such change, of the name, address, and telephone number of the grantee or transferee-in-interest of such property. In addition, Respondent Thompson shall provide EPA with copies of all agreement(s), including but not limited to indemnification agreements, executed in connection with the transfer or change within five (5) days of the effective date of such agreement(s), and shall provide a copy of this Order to all grantees or transferees-in-interest prior to execution of any agreement for transfer.

F. In the event of any change in majority ownership or control of Respondent Sequa Corporation, Respondent Sequa Corporation shall notify EPA, in writing, no later than thirty (30) days after such change, of the nature and effective date of such change. Respondent Sequa Corporation shall provide a copy of this Order to the prospective owner(s) or successor(s) of the Respondent before any change of ownership or control becomes irrevocable.

G. In the event that any of the Respondents files for bankruptcy or is placed involuntarily in bankruptcy proceedings, such Respondent shall notify EPA within three (3) working days of such filing.

H. Respondents shall provide a copy of this Order to all contractors, subcontractors, laboratories, consultants, and other persons retained to conduct or monitor any portion of the Work performed pursuant to this Order prior to execution of any

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agreements or contracts with such persons. If the Respondents are under contract or agreement with any contractor, subcontractor, laboratory, consultant or other person retained to conduct or monitor any portion of the Work required pursuant to this Order at the time this Order is issued, Respondents shall provide a copy of this Order to all such persons within five (5) days of receipt of this Order. Respondents shall condition all contracts and agreements with such persons on compliance with the terms of this Order. Notwithstanding the terms of such contracts or agreements, Respondents remain responsible for complying with the terms of this Order and for ensuring that their contractors, subcontractors, laboratories, consultants, and other persons retained to conduct or monitor any portion of the Work required by this Order comply with the terms of this Order.

III. FINDINGS OF FACT

The following facts are a synopsis of information contained in the Administrative Record supporting issuance of this Order. That Administrative Record is incorporated by reference as if fully set forth herein.

A. Site Location, History and Uses

1. The Dublin TCE Site ("the Site") includes the Facility, which consists of a one-story brick building on approximately four and one-half acres of land surrounded on the east, west, and north by private property and extends to all adjacent areas where hazardous substances are present.

2. John H. Thompson, an individual, is the current owner

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and operator of the Facility, leasing a portion of the Facility to Laboratory Testing, Incorporated. Thompson, currently uses the Facility to restore antique race cars.

3. Sequa Corporation is a Delaware corporation, doing business in the Commonwealth of Pennsylvania, with a business address of: C.T. Corporation System, 123 South Broad Street, Philadelphia, PA, 19109. Sequa is the successor to Kollsman Instrument Corporation ("KIC"). KIC was founded in 1929 by Paul Kollsman. In 1940, the company was sold to Square D Corporation and, in 1951, Standard Coil acquired KIC from Square D. In January 1959, Kollsman Motor Company ("KMC") was established as a wholly-owned subsidiary of KIC. On April 1, 1959, KMC purchased 3.337 acres of land in Dublin Borough from the Home Window Company of Pennsylvania and 1.065 acres of land in Dublin Borough from Benjamin and Mimie Altwies and George and Katherine Brommer. In addition, KMC purchased 0.144 acres of land in Dublin Borough from Alvin and Adela Moyer on July 20, 1960. Presently, these three properties are collectively known as 120 Mill Street, the location of the Facility. KMC owned and operated the Facility from 1959 to 1971 and used it to manufacture miniature precision motors, gear trains, clutches, brakes and related electro-mechanical components. During that time period, TCE was used as a degreasing agent by KMC and disposed of on the Site. Operations at the Facility ceased in 1971. KMC sold the 120 Mill Street property to KIC on December 31, 1971. On December 29, 1972, KIC merged with Sun Chemical Corporation and continued its

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operations under the name of Sun Chemical Corporation. On October 5, 1987, Sun Chemical Corporation changed its name to Sequa Corporation, a Delaware corporation.

4. Ownership of the 120 Mill Street property was transferred from Sequa Corporation, formerly known as Sun Chemical Corporation, to Athlone Industries Incorporated ("Athlone") and the Bucks County Industrial Development Authority on August 31, 1973. Athlone owned the property at 120 Mill Street, Dublin Borough, Pennsylvania from August 31, 1973 to January 30, 1986, pursuant to an installment agreement with Bucks County Development Authority. The Dudley Sports Division of Athlone used the 120 Mill Street property to clean, stamp, package and store baseballs and softballs during its occupancy.

5. Trichloroethylene ("TCE") has been disposed of at the Facility since approximately 1959.

B. Response Actions and Investigations Performed at the Site

1. During a routine drinking water survey in the summer of 1986, the Bucks County Health Department ("BCHD") discovered levels of TCE up to 1000 parts per billion ("ppb") in 23 tap water samples. Approximately 170 homes, apartments and businesses in Dublin Borough were affected. The Borough water supply primarily consists of private and public wells. BCHD issued advisories to the public on the best approach to curtail water usage and prevent further exposure to TCE. For residences

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with TCE levels greater than 5 ppb, BCHD recommended the installation of carbon filters. For TCE levels above 500 ppb, the County cautioned residents not to use their tap water for bathing. As a result of the identification of TCE groundwater contamination in Dublin Borough, the Whistlewood Apartment Complex, located on North Main Street, Dublin Borough, installed an air stripper on its water supply to remove TCE prior to use.

2. The EPA Region III Emergency Response Section received a request from the BCHD to evaluate the Site on September 3, 1986. A preliminary assessment was conducted by the On-Scene Coordinator ("OSC") with the assistance of the Roy F. Weston Technical Assistance Team ("TAT"). They determined the current water usage status of all residential and public wells which were found to be contaminated with TCE.

3. On June 29, 1987, EPA entered into a Consent Agreement and Order under Section 106 of CERCLA, 42 U.S.C. §9606, with John H. Thompson. John H. Thompson agreed to take action to assure that all residents and commercial employees exposed to TCE levels greater than 5 ppb would have an adequate treatment system in place or would be supplied with bottled water (as specified in the Work Plan attached to that Consent Agreement and Order), to provide periodic monitoring of all carbon filters and air strippers being used by the residents and businesses to assure that the units were functioning properly, and to conduct periodic groundwater monitoring of wells for all residents and businesses at risk in accordance with that Work Plan. The June 29, 1987

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Consent Agreement and Order will, under its terms, remain in effect until such time as a final remediation of TCE contamination of the Dublin water supply, satisfactory to EPA, has been conducted.

4. On June 4, 1990, The Commonwealth of Pennsylvania, Department of Environmental Resources ("PADER"), now known as the Pennsylvania Department of Environmental Protection ("PADEP"), and Sequa Corporation entered into a Consent Order and Agreement. Sequa Corporation agreed to investigate and abate the groundwater contamination problems at or near the Site in accordance with the Work Plan attached to that Consent Order and Agreement. Under the Consent Order and Agreement executed by Sequa and PADER, Sequa also agreed to submit a Recommended Remedial Action which was to address the contaminated groundwater and provide for a water distribution system.

5. The preliminary assessment report for the Dublin TCE Site was prepared for EPA by NUS Corporation ("NUS") on December 23, 1988. Results from this assessment show that both the Brunswick and the Lockatong lithofacies provide adequate supplies of water to wells for most domestic uses. During a Site visit conducted by NUS on July 14, 1988, no readings above the 0.2 ppm background measurement on the photoionization detector were recorded. No surface water bodies or waste disposal areas were identified on the Site.

6. The Site inspection ("SI") report for the Dublin TCE Site was prepared for EPA by NUS on August 9, 1989. This SI

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report summarized data collected by consulting firms up to that date.

7. Groundwater and source investigative studies have been performed by BCM Eastern, Inc.; Roy F. Weston, Incorporated; and Geraghty & Miller, Incorporated, in the vicinity of the Site. These studies have postulated the existence of a TCE groundwater plume extending from the Site in a northwesterly direction. The source investigations performed did not identify a source on the Site or in the vicinity of the Site. A summary of each study follows:

a. BCM Eastern, Inc., at the request of PADER, performed a soil vapor survey at the Site in 1987. The study identified soil gas levels of TCE ranging from non-detect to 43.1 milligrams/liter ("mg/l") on the Site. The maximum concentration of TCE was found in the soil behind Building No. 1. All soil gas samples were obtained at depths of 1.0 to 3.5 feet.

b. BCM Eastern, Inc., at the request of PADER, performed an onsite soil sampling program and reported results of this program in a report dated March 1988. TCE concentrations in the soil samples ranged from 0.01 milligrams/kilograms ("mg/kg") to 0.98 mg/kg. Toluene, trichlorofluoromethane, 1,1 dichloroethane ("1,1 DCE"), trans-1,2 dichloroethene ("trans-1,2 DCE"), 1,4 dichlorobenzene, ethylbenzene, vinyl chloride, 1,3 dichlorobenzene, and chlorobenzene were also

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detected. The highest concentrations of TCE were detected behind Building No. 1. All soil samples were taken from 1.5 to 9.0 feet below grade.

c. In 1988, Roy F. Weston, Incorporated, collected samples of old waste drums left at the Site. The samples were found to contain TCE, 1,1,1 trichloroethane ("1,1,1-TCA"), and tetrachloroethene ("PCE"). Four soil samples taken north of an onsite quonset-hut were found to contain trace levels of 1,1,1-TCA, TCE, xylene, toluene, and unidentified hydrocarbon compounds.

d. Geraghty & Miller, Incorporated, installed eight offsite monitoring wells in March and April 1988 ranging in depth from 100 to 281 feet. Samples of water taken from these wells showed TCE, trans-1,2 DCE, 1,1,1-TCA, and PCE. TCE levels ranged from 8 ppb to 640 ppb.

e. Two onsite groundwater monitoring wells were installed by BCM Eastern, Inc. on May 20, 1988. Samples of water taken from these wells showed TCE at levels ranging from 313 ppb to 17,500 ppb. PCE and 1,1,1-TCA were also detected in these wells.

f. Geraghty & Miller, Incorporated, performed a source investigation of the Site in Spring 1990. Soil gas samples

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contained vinyl chloride, trans-1,2 DCE, and TCE. Soil sampling was performed from 0.5 to 4.8 feet below grade. Samples taken at approximately 3 feet below grade showed TCE ranging from <5 micrograms/kilogram ("ug/kg") to 2000 ug/kg; trans-1,2 DCE ranging from <5 ug/kg to 6 ug/kg, and ethylbenzene and xylene at a combined concentration of up to 60,000 ug/kg.

g. Geraghty & Miller, Incorporated, has prepared a Site groundwater investigation and remediation plan on behalf of Sequa Corporation under the Consent Agreement and Order with the PADER. The plan includes groundwater depth measurements, fracture trace analyses, groundwater flow modelling, and design of recovery wells for capture of the contaminated groundwater.

8. Dublin Borough is located in northern Bucks County, approximately 25 miles north of Philadelphia, PA. The Borough is bordered by Bedminster Township to the east, and Hilltown Township, to the west. There are approximately 1,800 people living in the Borough of Dublin.

9. The Agency for Toxic Substances and Disease Registry ("ATSDR"), of the Center for Disease Control ("CDC"), previously advised the EPA that residents may be exposed to TCE through the use of the contaminated water for drinking, bathing, and

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showering. ATSDR believes the workplan under the Consent Agreement and Order of June 29, 1987, between Thompson and EPA, which requires the installation of carbon filters on affected residential wells, to be adequate as a short-term solution to the health concerns posed by high levels of TCE in the water supply in Dublin. ATSDR does not believe this workplan is adequate for the long-term solution to the groundwater contamination at Dublin.

10. TCE; vinyl chloride; 1,1,1 TCA; trans-1,2 DCE; PCE; 1,1-DCE; toluene; ethylbenzene; xylene; trichlorofluoromethane; 1,3 dichlorobenzene; and, chlorobenzene are listed as hazardous substances at 40 C.F.R. § 302.4.

11. On August 15, 1991, the Regional Administrator for EPA, Region III executed a Consent Order with Sequa Corporation for the performance of a Remedial Investigation/Feasibility Study.

12. On December 30, 1991, EPA issued an Early Action Record of Decision ("ROD") for the provision of an alternate water supply for the affected and potentially affected residences and businesses in the plume of contamination from the Site.

13. On January 2, 1992, EPA issued Special Notice Letters to the Potentially Responsible Parties ("PRPs") advising them of their status and requesting that they submit a good faith offer to negotiate a consent decree for the remedial design and remedial action for the implementation of the Early Action ROD.

14. None of the PRPs submitted good faith offers to negotiate a consent decree for the remedial design/remedial

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action for the implementation of the Early Action ROD.

15. EPA performed the remedial design for the Early Action ROD through the use of an independent contractor.

C. Release of Hazardous Substances at the Site and
Resulting Endangerment

1. The following are the findings of the RI and the risk assessment on the primary contaminants at this Site:

- (a) Groundwater beneath the Site property is contaminated with volatile organic compounds at levels that exceed Maximum Contaminant Levels for public drinking water supplies and/or risk- and health-based concentrations. These contaminants include TCE, PCE, and vinyl chloride. Other degradation compounds of TCE and PCE have also been identified in on-site monitoring wells. These compounds include cis- and trans- 1,2-dichloroethylene, 1,1-dichloroethylene and 1,1-dichloroethane. Additionally, 1,1,1-trichloroethane has also been found in some of these wells.
- (b) Groundwater underlying properties adjoining and near the Site have been found to be contaminated with volatile organic compounds at levels that exceed Maximum Contaminant Levels for public drinking water supplies and/or risk- and health-

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based concentrations. These contaminants include TCE, PCE, vinyl chloride, and 1,1-dichloroethylene. Other degradation compounds of TCE and PCE have also been identified in residential and commercial wells. These compounds include cis- and trans- 1,2-dichloroethylene, and 1,1-dichloroethane. 1,1,1-trichloroethane has also been found in some of these wells.

2. A toxicological assessment of some of the hazardous substances found at the Site is presented below. Those which are carcinogens are classified by the EPA according to the following weight-of-evidence categories: (1) a Group A Human Carcinogen means there is sufficient evidence from epidemiological studies to support a causal association between exposure and cancer; (2) a Group B1 Probable Human Carcinogen means there is limited evidence of carcinogenicity of humans from epidemiological studies; (3) a Group B2 Probable Human Carcinogen means there is limited evidence of carcinogenicity in animals; and (4) a Group C Possible Human Carcinogen means there is limited evidence of carcinogenicity in animals with inadequate or lack of evidence in humans.

a. Trichloroethylene - Although the carcinogenic status of trichloroethylene ("TCE") is currently under review by EPA, this compound had previously been classified by EPA as a Group B2 - Probable Human Carcinogen. Oral

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exposure to TCE in animal studies is associated with tumors of the liver, kidney, lung and male sex organs. Inhalation exposure produced lung cancer in animals. Short-term exposure to TCE depresses the central nervous system producing headache, dizziness, vertigo, tremors, nausea and vomiting, irregular heart beat, sleepiness, fatigue, blurred vision and intoxication similar to that of alcohol. TCE may also cause irritation of the eyes, nose, and throat.

b. Vinyl Chloride - Vinyl Chloride is a Group A carcinogen. Chronic exposure to vinyl chloride has been shown to cause angiosarcoma of the liver, a form of cancer. Increased risk of cancer of the brain, lungs, other organs, as well as possible miscarriages, have also been associated with inhalation of vinyl chloride. In humans, acute inhalation exposure to 0.8 to 2.0% vinyl chloride has been associated with central nervous system depression resembling mild alcohol intoxication.

c. 1,1-Dichloroethylene ("1,1-DCE") - 1,1-DCE is classified as a Group C - Possible Carcinogen by EPA. 1,1-DCE primarily affects the liver. Biochemical changes and necrosis in the livers of rats have been reported to develop rapidly after inhalation. At high

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concentrations, inhalation of 1,1-DCE can cause central nervous system depression. Kidney injury can also occur at relatively low doses. Reports of health effects on workers exposed to 1,1-DCE include liver function abnormalities, headaches, vision problems, weakness, fatigue, and neurological sensory disturbances. 1,1-DCE has a structure similar to vinyl chloride, a known human carcinogen.

d. Tetrachloroethylene ("PCE") - PCE is classified as a Group B2 - Probable Human Carcinogen by the EPA.

Repeated contact may cause dermatitis, as well as, eye and nose irritation. Additionally, headache, dizziness, fatigue, hepatic injury and renal injury have been observed.

3. Human exposure to contaminants from the Site can result from ingestion of contaminated groundwater and inhalation of volatile organic compounds including, inter alia, 1,1-dichloroethylene, trichloroethylene, tetrachloroethylene, and vinyl chloride during showering. While the affected residences and businesses have been provided with water filters it is imperative that a permanent alternative water distribution system be installed.

D. The Record of Decision

1. EPA released its Proposed Remedial Action Plan

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("Proposed Plan") on August 8, 1991 and provided opportunity for public comment on the proposed remedial action. The public comment period on the Proposed Plan ended on October 9, 1991.

2. On December 30, 1991, EPA issued a Record of Decision ("ROD") for the Site, on which the Commonwealth of Pennsylvania had a reasonable opportunity to review and comment. The ROD contains the remedial action which EPA selected for the Early Action Operable Unit for the Site, an alternative water distribution system.

3. The ROD is appended to this Order as "Attachment 1" and is incorporated herein by reference. The ROD is supported by an Administrative Record, prepared in accordance with Section 113(k) of CERCLA, 42 U.S.C. § 9613(k), that contains the documents and information upon which EPA based the selection of the response action.

4. The major components of the selected remedy set forth in the ROD include:

- a. Development, construction, and operation of a new water supply well within the plume of contamination or the operation of an existing well within the plume of contamination,
- b. Construction and operation of an air stripping and vapor phase carbon adsorption system (or similar treatment technology) for treatment of the water extracted from the new supply well,
- c. Expansion of the existing Dublin Borough public

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water distribution system with use of the well and treatment system described above to provide clean water to the affected or potentially affected residences,

- d. Monitoring of residential and commercial wells not addressed by the public water supply and which have the potential for contamination until the final remedy is implemented, and
- e. Operation and maintenance of the selected remedy.

5. On January 2, 1992, EPA issued Special Notice Letters to Respondents which invited them to enter into a judicial consent decree for implementation of the ROD and reimbursement of EPA's past costs and future anticipated oversight costs. Respondents declined to do so.

IV. CONCLUSIONS OF LAW AND DETERMINATIONS

A. The Dublin TCE Site is a "facility" as defined in Section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

B. "The substances identified in paragraphs III.D.1(a)-(b), above, are "hazardous substances" within the meaning of Section 101(14) of CERCLA, 42 U.S.C. § 9601(14), and are listed at 40 C.F.R. § 302.4. Such hazardous substances have been disposed of, deposited, stored, placed, or have otherwise come to be located on, and remain at, the Site.

C. The hazardous substances at the Site are being released or threaten to be released, as "release" is defined in Section

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101(22) of CERCLA, 42 U.S.C. § 9601(22), from the Site into the environment, and may present an imminent and substantial endangerment to the public health or welfare or the environment.

D. Each Respondent is a "person" within the meaning of Section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

E. Respondent John H. Thompson is a person who currently owns and operates the Site as the terms "owner" and "operator" are defined at Section 101(20) of CERCLA, 42 U.S.C. § 9601(20), and is therefore liable pursuant to Sections 107(a)(1) of CERCLA, 42 U.S.C. §§ 9607(a)(1).

F. Respondent Sequa is a person who was the owner and operator the Site at the time of disposal as the terms "owner" and "operator" are defined at Section 101(20) of CERCLA, 42 U.S.C. § 9601(20), and is therefore liable pursuant to Section 107(a)(2) of CERCLA, 42 U.S.C. § 9607(a)(2).

G. EPA has determined that actual or threatened releases of hazardous substances from this Site, if not addressed by implementing the response action selected in the ROD, may present an imminent and substantial endangerment to public health, welfare, or the environment.

H. EPA has determined that in order to implement the response action selected in the ROD, the actions required by this Order must be performed to protect human health and the environment by controlling exposure to contaminated groundwater.

V. DEFINITIONS

Unless otherwise expressly provided herein, terms used in

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this Order that are defined in CERCLA or in regulations promulgated pursuant to CERCLA shall have the meaning assigned to them in the statute or its implementing regulations. Whenever terms listed below are used in this Order or in the documents attached to this Order or incorporated by reference into this Order, the following definitions shall apply:

A. "CERCLA" shall mean the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. §§ 9601 et seq.

B. "Day" shall mean a calendar day unless expressly stated to be a working day. "Working day" shall mean a day other than a Saturday, Sunday, or federal holiday. In computing any period of time under this Order, where the last day would fall on a Saturday, Sunday, or federal holiday, the period shall run until the end of the next working day.

C. "Duly Authorized Representative" shall mean a person designated in accordance with the procedures set forth in 40 C.F.R. § 270.11(b) and approved as a Duly Authorized Representative by EPA.

D. "EPA" shall mean the United States Environmental Protection Agency and any successor departments or agencies of the United States.

E. "Final Remedial Design for the Water Supply and Treatment System" shall mean the final water supply and treatment system design prepared by CH2M Hill dated March 1995, appended hereto as Attachment 2.

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F. "PADEP" shall mean the Commonwealth of Pennsylvania Department of Environmental Protection, successor to the Pennsylvania Department of Environmental Resources.

G. "National Contingency Plan" or "NCP" shall mean the National Oil and Hazardous Substances Pollution Contingency Plan, codified at 40 C.F.R. Part 300, including any amendments thereto.

H. "Operation and Maintenance" or "O&M" shall mean all activities that are required under the Operation and Maintenance Plan developed pursuant to this Order and the ROD.

I. "Order" shall mean this Order and all attachments appended hereto. In the event of conflict between the Order and any attachment, the Order shall control.

J. "Performance Standards" shall mean those cleanup standards, standards of control, and other substantive requirements, criteria or limitations that the Remedial Action and Work required by this Order must attain and maintain.

"Performance Standards" shall include: (1) those set forth in the ROD; (2) the applicable or relevant and appropriate requirements set forth in the ROD; and (3) those design specification in the Final Remedial Design.

K. "Record of Decision" or "ROD" shall mean, unless otherwise stated, the EPA Record of Decision for this Site, which was signed on December 30, 1991 by the Administrator of EPA Region III and is appended hereto as Attachment 1.

L. "Remedial Action" shall mean those activities, to be undertaken by Respondents to implement the final plans and

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specifications prepared by CH2M Hill and approved by EPA.

M. "Additional Response Action Work Plan" shall mean a plan for additional response actions, submitted by Respondents pursuant to paragraph VI.D.2. of this Order and approved by EPA.

N. Respondents" shall mean Sequa Corporation and John H. Thompson.

O. "Site" shall mean the Dublin TCE Superfund Site, in Dublin Township, Bucks County, Pennsylvania. The Site includes the Facility, located at 120 Mill Street in Dublin Township, Pennsylvania. The Site, which includes the approximately 4½ acre Facility, encompasses all of the areas to which site-related contaminants have migrated in the groundwater, and all areas in very close proximity to the above areas which are necessary for the implementation of the Remedial Action. The Site is further described in the Record of Decision (Attachment 1).

P. "State" shall mean the Commonwealth of Pennsylvania.

Q. "Waste Material shall mean (1) any "hazardous substance" under Section 101(14) of CERCLA, 42 U.S.C. § 9601(14) and (2) any pollutant or contaminant under Section 101(33) of CERCLA, 42 U.S.C. § 9601(33).

R. "Work" shall mean all activities Respondents are required to perform under this Order to implement the ROD for the Site, including Remedial Action and O&M as defined above, tasks to be performed in accordance with any Work Plan required by this Order, and any other activities required to be undertaken pursuant to this Order.

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VI. PERFORMANCE OF WORK

A. General Statement of Requirements/Permits

1. Based on the foregoing, and the Administrative Record supporting this Order, it is hereby Ordered that Respondents implement the Final Remedial Design for the Water Supply and Treatment System (attached hereto as Attachment 2) in accordance with the plans and specifications therein, (which provide for the use of one production well); the ROD (attached hereto as Attachment 1); Performance Standards; CERCLA; the NCP; and the requirements and schedules specified in this Order and conduct Operation and Maintenance relating to the operation of the supply well and treatment system. In the event that EPA determines, in its discretion, that additional response action is appropriate to fulfill the requirements of the ROD, it is further Ordered that the Respondents shall perform all necessary tasks required by EPA under the provisions of Section VI.D. "Additional Response Actions." Nothing in this Order, the Final Remedial Design, Remedial Action Work Plan, or designs or work plans completed under Section VI.D. constitutes a warranty or representation of any kind by EPA that compliance with this Order will achieve the Performance Standards or that such compliance will foreclose EPA from seeking compliance with all terms and conditions of this Order including, but not limited to, the Performance Standards.

2. All actions and activities carried out by Respondents pursuant to this Order shall be performed in accordance with all applicable federal and state laws and

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regulations and with applicable EPA regulations, requirements, and guidance documents (and any applicable amendments to such laws, regulations, requirements, and guidance documents which take effect during the pendency of this Order).

3. In the event EPA determines that Respondents have failed to implement any provision(s) of the Work in an adequate or timely manner, or have otherwise violated this Order, EPA may exercise any and all rights it may have including, but not limited to, those rights expressly reserved in Section XXII (Reservation of Rights) of this Order.

4. Respondents shall obtain all permits and authorizations necessary for off-site Work and shall timely submit complete applications and requests for any such permits or authorizations. This Order is not, and shall not be construed to be, a permit issued pursuant to any Federal, State, or local statute or regulation.

B. Selection of Contractor(s)

1. All aspects of the Work to be performed by Respondents pursuant to this Order shall be under the direction and supervision of qualified personnel, the selection of which shall be subject to acceptance or disapproval by EPA.

2. Remedial Action Contractor(s)

a. Within thirty (30) days after EPA approves the Remedial Action Work Plan submitted by the Respondents pursuant to Section VI.C.1. of this Order, the Respondents shall notify EPA in writing of the name, title and qualifications of

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any contractor(s), including subcontractor(s), proposed to be used in carrying out Work required by such approved Remedial Action Work Plan. If at any time thereafter the Respondents propose to change any such contractor(s), the Respondents shall give written notification to EPA and shall obtain acceptance from EPA before the new contractor(s) performs, directs or supervises any Work under this Order.

b. EPA will notify the Respondents in writing of its acceptance or disapproval of the selection of the proposed contractor(s), including subcontractor(s). If EPA disapproves of the selection of the Respondents' proposed contractor(s), the Respondents shall submit to EPA the names and qualifications of at least three (3) contractors that would be acceptable to the Respondents within fourteen (14) days of receipt of EPA disapproval of the selection of the contractor(s) previously proposed. Except as provided below, EPA will provide written notice of the name of the contractor(s) whose selection EPA accepts. The Respondents may select any accepted contractor(s) from that list and shall notify EPA of the name of the contractor(s) selected within fourteen (14) days of EPA's designation of accepted contractor selection. Within fourteen (14) days of receipt of EPA acceptance of the Respondents' selection, the Respondents shall enter into an agreement with such contractor(s) selected by the Respondents to perform the Work for which such contractor(s) was approved by EPA. In the event that EPA does not accept any of the contractors proposed in

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the Respondents' list, the Respondents shall be in violation of this Order. EPA may in such event direct the Respondents to submit to EPA the names and qualifications of at least three (3) additional contractor(s) that would be acceptable to the Respondents within fourteen (14) days of receipt of EPA's disapproval of the contractors proposed by the Respondent.

3. EPA retains the right to disapprove at any time the contractor(s), including subcontractor(s); supervisory personnel; or other persons retained to conduct any of the Work required by this Order. In such event, the Respondents shall propose replacements in accordance with the requirements of this Section.

4. Neither the United States nor EPA shall be held out to be a party to any contract between or among Respondents and any contractors, including subcontractors, or other persons retained to conduct Work required by this Order.

C. Work to be Performed:

1. Remedial Action Work Plan

a. Not later than sixty (60) days after receipt of approval of Respondents' Project Coordinator as provided for in Section XII, Respondents shall submit a Remedial Action Work Plan (RA Work Plan) to EPA for review and approval. The RA Work Plan shall be developed in accordance with the Final Remedial Design for the Water Supply and Treatment System; the ROD; any amendments to the ROD; any Explanations of Significant Differences ("ESDs") issued by EPA pursuant to Section 117 of

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CERCLA, 42 U.S.C. § 9617; and Performance Standards. The RA Work Plan shall include methodologies, plans and schedules for completion of at least: (1) selection of the Remedial Action contractor; (2) implementation of the Final Remedial Design for the Water Supply and Treatment System; (3) identification of, and satisfactory compliance with, applicable permitting requirements; (4) preparation and implementation of Operation and Maintenance; (5) preparation and implementation of the Contingency Plan; and (6) development and submission of the Performance Standards assessment plan. The RA Work Plan shall also include a schedule for implementing all Remedial Action tasks identified in the Final Remedial Design for the Water Supply and Treatment System.

b. Upon approval by EPA, the RA Work Plan shall be incorporated into this Order as a requirement of this Order.

c. At the same time as the RA Work Plan is submitted, Respondents shall submit, separately, the Health and Safety Plan for field construction activities. The Health and Safety Plan shall conform to applicable Occupational Safety and Health Administration and EPA requirements, including, but not limited to, the regulations at 29 C.F.R. § 1910.120 and 54 Fed. Reg. 9294 (March 6, 1989).

2. Remedial Action

a. Upon written approval of the RA Work Plan by EPA, Respondents shall implement the RA Work Plan according to the schedules in the RA Work Plan. Unless otherwise directed by

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EPA in writing, Respondents shall not commence remedial action at the Site prior to approval of the RA Work Plan.

b. If Respondents seek to retain a Remedial Action Contractor to assist in the performance of the Remedial Action, then Respondents shall submit a copy of the solicitation documents, including, but not limited to, the Request For Proposals, to EPA not later than five (5) days after publishing the solicitation documents.

c. Not later than twenty-one (21) days after EPA's acceptance of a contractor in accordance with Section VI.B. of this Order, Respondents shall submit a Construction Quality Assurance and Control Plan ("CQACP") to EPA for review and approval. The CQACP shall identify key personnel, their experience, their qualifications, and their responsibilities for construction activities, and shall include a detailed schedule for completing all construction activities. Upon approval by EPA, the CQACP shall be incorporated into this Order.

d. Within 14 days after EPA approves the CQACP, Respondents shall begin on-site implementation of the Remedial Action. Upon approval by EPA of the Construction Quality Assurance and Control Plan, Respondents shall implement and comply with the schedules and terms of all deliverables relating to the Remedial Action including the RA Work Plan and the Construction Quality Assurance and Control Plan.

e. The Work performed by the Respondents pursuant to this Order shall, at a minimum, achieve the

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Performance Standards specified in the ROD, any subsequent modifications to the ROD, the plans and specifications of the Final Remedial Design for the Water Supply and Treatment System, and in the EPA approved Work Plan.

f. Notwithstanding any action by EPA, Respondents remain fully responsible for achieving the Performance Standards in the ROD, any subsequent modifications to the ROD, the plans and specifications of the Final Remedial Design for the Water Supply and Treatment System, and EPA approved Work Plan. Nothing in this Order, nor in EPA's Final Remedial Design for the Water Supply and Treatment System, nor in EPA's approval of the RA Work Plan, nor approval of any other submission, shall be deemed to constitute a warranty or representation of any kind by EPA that full performance of the Remedial Action will achieve the Performance Standards set forth in the ROD and in the EPA approved Work Plan. Respondents' compliance with such approved documents does not foreclose EPA from seeking additional work to achieve the applicable Performance Standards.

3. Off-Site Shipments

a. Respondents shall, at least twenty-one (21) days prior to any off-Site shipment of hazardous substances from the Site to a waste management facility, provide written notification to the appropriate state environmental official in the receiving state and to EPA's Remedial Project Manager ("RPM") of such shipment of hazardous substances. However, the

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requirement of notification to EPA of shipments shall not apply to any off-Site shipments when the total volume of all shipments from the Site to the waste management facility will not exceed ten (10) cubic yards.

b. The notification shall be in writing, and shall include the following information, where available:

- (i) the name and location of the facility to which the hazardous substances are to be shipped;
- (ii) the type and quantity of the hazardous substances to be shipped;
- (iii) the expected schedule for the shipment of the hazardous substances; and
- (iv) the method of transportation.

Respondents shall notify the receiving state of major changes in the shipment plan, such as a decision to ship the hazardous substances to another facility within the same state, or to a facility in another state.

c. The identity of the receiving facility and state will be determined by Respondents following the award of the contract for the Remedial Action. Respondents shall provide all relevant information, including information under the categories noted in Section VI.C.3.b. above, on the off-Site shipments as soon as practicable after the award of the contract and at least fourteen (14) days before the hazardous substances are planned to be shipped.

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d. All materials removed from the Site shall be disposed of or treated at a facility in accordance with Section 121(d)(3) of CERCLA, 42 U.S.C. § 9621(d)(3), the EPA "Revised Off-Site Policy", and all other applicable or relevant and appropriate Federal, State and local regulations.

5. Operation and Maintenance

Respondents shall perform the O&M activities identified in the definition of O&M above, the ROD, any subsequent modifications to the ROD, any ESDs, and in accordance with the RA Work Plans and the EPA-approved O&M Plan to be submitted pursuant to this Order. The O&M Plan shall be submitted as part of the submissions required under the RA Work Plan and shall be subject to EPA approval. Notification requirements for off-site shipments of wastes, described above, shall also be met during O&M. Respondents shall perform O&M until such time that EPA notifies them in writing that their performance of O&M is no longer required, based upon the level of threat posed by the groundwater at the Site.

6. Progress Reports

a. In addition to the other deliverables set forth in this Order, Respondents shall provide monthly progress reports to EPA with respect to actions and activities undertaken pursuant to this Order. The progress reports shall be submitted on or before the fifth day of each month following the effective date of this Order. Respondents' obligation to submit progress reports continues until EPA gives Respondents written notice that

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Respondents have demonstrated, to EPA's satisfaction, that all work required pursuant to this Order has been fully performed and all performance standards have been met. At a minimum these progress reports shall:

- (i) Describe the actions that have been taken to comply with this Order during the prior month;
- (ii) Include all results of sampling and tests and all other data received by Respondents and not previously submitted to EPA;
- (iii) Describe all work planned for the next month with schedules relating such work to the overall project schedule for RA completion;
- (iv) Describe all problems encountered and any anticipated problems, any actual or anticipated delays, and solutions developed and implemented to address any actual or anticipated problems or delays; and
- (v) Include any additional components listed in the Final Remedial Design for the Water Supply and Treatment System, the ROD, or EPA approved Work Plan.

b. Failure to submit written reports in accordance with the requirements of Section VI.C.6. shall

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constitute a violation of this Order.

7. Sampling

Respondent shall submit a Sampling and Analysis Plan ("SAP"), for EPA approval, specifying all sampling required to demonstrate that the Remedial Action satisfies the Performance Standards as set forth in this Order. The SAP shall include a sampling schedule that is in full compliance with all applicable federal, state, and local requirements for the operation of a public water supply well.

D. Additional Response Actions

1. In the event that EPA determines that additional response actions are necessary to carry out the remedy selected in the ROD or to achieve the Performance Standards, notification of such additional response actions shall be provided by EPA to Respondents' Project Coordinator. In the performance of additional response actions, Respondents shall comply with all of the provisions contained in this Order as well as those specifically set forth in this section.

2. Within forty-five (45) days (or such longer time as may be specified by EPA) of receipt of notice from EPA that additional response actions are necessary, Respondents shall submit to EPA, for approval, and the Commonwealth, for review, an Additional Response Action Work Plan for the additional response actions. The Additional Response Action Work Plan shall include the following:

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(a) plans and schedules for the implementation of pre-design and Additional Remedial Design studies, if determined by EPA to be necessary;

(b) a Sampling and Analysis Plan ("SAP"), prepared in accordance with Section VII (Sampling and Quality Assurance);

(c) plans and schedules for the preparation and submission of preliminary, intermediate, pre-final and final design submittals. The specific requirements for the preliminary, intermediate, pre-final, and final design are set forth in Paragraphs VI.D.7-9;

(d) an expeditious schedule for completion of all components of the Additional Remedial Design;

(e) a Health and Safety Plan for pre-design and Remedial Design field activities which conforms to the applicable Occupational Safety and Health Administration and EPA requirements including, but not limited to, 29 C.F.R. § 1910.120;

(f) a Health and Safety Plan for construction activities;

(g) the Construction Quality Control Plan ("CQCP") for

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implementation of the additional response action; and,

(h) the Decontamination Plan for implementation of the additional response action.

3. Respondents shall not commence physical on-site implementation of the final Additional Remedial Design for additional response actions prior to the date for commencement set forth in the EPA-approved Additional Response Action Work Plan and the approved final Additional Remedial Design.

4. Any additional response actions that Respondents propose as necessary to carry out the requirements of the ROD or to achieve the Performance Standards shall be subject to approval by EPA, and, if authorized by EPA, shall be completed by Respondents in accordance with plans, specifications, and schedules approved by EPA.

5. If required by Sections 113(k)(2) or 117 of CERCLA, 42 U.S.C. §§ 9613(k)(2) or 9617, or the NCP, Respondents and the public will be provided with an opportunity to comment on any additional response actions proposed pursuant to this Subsection VI.D and to submit written comments for the record during the public comment period. After the expiration of any such statutorily prescribed comment period, the Director, Hazardous Waste Management Division, EPA Region III, or his/her delegate will determine in writing whether additional response actions are appropriate.

6. Upon modification and/or approval by EPA, in

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accordance with Section XIII (Plans and Reports Requiring EPA Approval) of this Order, the Additional Response Action Work Plan and the construction schedule contained in the final Additional Remedial Design, shall be enforceable under this Order.

7. The preliminary design submittal required under paragraph VI.D.2.(c), above, shall represent approximately 30 percent of the design effort and shall include, at a minimum, the following: (1) design criteria (including, but not limited to, all Performance Standards, as defined in paragraph V.J of this Order); (2) results of pre-design studies, if applicable; (3) results of design studies, if applicable and available; (4) results of any additional field sampling; (5) preliminary plans, drawings, and sketches; (6) required specifications in outline form; and (7) a preliminary construction schedule.

8. The intermediate design submittal required under paragraph VI.D.2.(c), above, shall represent approximately 60 percent of the design effort and shall be fully responsive to all of EPA's comments and incorporate all changes requested by EPA on the preliminary design.

9. The pre-final design submittal, required under paragraph VI.D.2.(c), shall represent approximately 90 percent of the design effort. The pre-final and final design submittals required under paragraph VI.D.2.(c), above, shall each include, at a minimum, the following plans, as well as expeditious schedules and specific methodologies for implementation of these plans:

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- (a) final designs and specifications for the Additional Remedial Action;
- (b) an Additional Remedial Action construction schedule;
- (c) an Additional Remedial Action Easement and Permitting Requirements Plan;
- (d) a SAP, including a Field Sampling Plan that describes in detail the methods to be used during the Additional Remedial Action for sampling and for gathering and analyzing data, some of which will form the basis for ascertaining whether the Performance Standards, as defined in paragraph V.J of this Order, have been met;
- (e) a Remedial Action Construction Quality Assurance Plan ("CQAP") that details the approach to quality assurance during construction activities and specifies an Independent Quality Assurance Team ("IQAT") to implement the quality assurance program during the construction phase of the project. The IQAT shall be responsible for: submitting blind samples for analysis by quality control personnel and one or more independent laboratories; verifying that testing procedures are conducted consistently and in

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the prescribed manner; confirming that regular calibration of testing equipment is properly conducted and recorded; confirming that test data is properly recorded, validated and interpreted; and identifying work that should be accepted and work that should be rejected. The IQAT shall report to the Respondents and EPA the results of all inspections in accordance with the schedule in the CQAP;

- (f) a Remedial Action Contingency Plan;
- (g) an Operation and Maintenance Plan;
- (h) a plan for implementation of deed restrictions which will ensure that the structures, devices, and other components of the Work are not interfered with or disturbed by future use of the property;
- (i) complete specifications for preparation of a Construction Quality Control Plan ("CQCP") for Additional Response Action construction activities. Respondents shall ensure that such specifications, as approved by EPA, are met by Respondents' Remedial Action contractor(s) in preparing the CQCP;
- (j) complete specifications for preparation of a Health and Safety Plan for the Additional

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- Remedial Action field construction activities required by the final design. Respondents shall ensure that such specifications, as accepted by EPA, are met by Respondents' Remedial Action contractor(s) in preparing the Health and Safety Plan. The Health and Safety Plan shall conform to applicable Occupational Safety and Health Administration and EPA health and safety requirements including, but not limited to, the regulations at 29 C.F.R. § 1910.120; and
- (k) complete specifications for preparation of a Decontamination Plan that provides procedures and plans for the decontamination of equipment and disposal of contaminated materials. Respondents shall ensure that such specifications, as approved by EPA, are met by Respondents' Remedial Action contractor(s) in preparing the Decontamination Plan.

10. Within thirty (30) days of EPA's approval of the Additional Response Action Work Plan, Respondents shall submit to EPA the identity and qualifications of the contractor(s) they propose to use for the implementation of the tasks included in the Additional Response Action Work Plan, pursuant to the provisions of Paragraph VI.B.2. EPA's approval/disapproval of

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the proposed contractor(s) shall be governed by the provisions of Paragraph VI.B.2.

11. Upon written notice of EPA approval of the contractor(s) proposed in Paragraph VI.D.10., Respondents shall implement the Additional Response Action Work Plan in accordance with the plans and schedule contained, therein.

12. Upon modification and/or approval by EPA, in accordance with Section XIII (Plans and Reports Requiring EPA Approval) of this Order, the final design submittal shall be enforceable under this Order.

VII. SAMPLING AND QUALITY ASSURANCE

A. Respondents shall use the quality assurance and quality control (QA/QC) procedures, including chain of custody procedures, described in the "EPA NEIC Policies and Procedures Manual," May 1978, revised May 1986, EPA Document Number 330/9-78-001-R; EPA's "Guidelines and Specifications for Preparing Quality Assurance Program Documentation," June 1, 1987; "Preparing Perfect Project Plans", October 1989, (EPA/600/9-89/087); EPA's "Data Quality Objectives for Remedial Response Activities," March 1987, (EPA/540/G87/003 and 004); and any amendments to these documents, while conducting all sample collection and analysis activities required herein by this Order.

B. In order to provide quality assurance and maintain quality control regarding all samples collected pursuant to this Order, Respondents shall at a minimum:

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1. Use only laboratories that have a documented Quality Assurance Program that complies with EPA guidance document QAMS-005/80, "Interim Guidelines and specifications for Preparing Quality Assurance Project Plans," December 1980.
2. Ensure that the laboratory the Respondents use for analysis performs the analyses according to a method or methods deemed satisfactory to EPA and submits all protocols to be used for analyses to EPA at least twenty-one (21) days before beginning analysis.
3. Ensure that EPA personnel and EPA's authorized representatives are allowed reasonable access to the laboratory(ies), records and personnel utilized by the Respondents for analysis of samples collected pursuant to this Order.
4. Prepare a Sampling and Analysis Plan for the sample collection and analyses to be conducted pursuant to this Order. Respondents shall submit the Sampling and Analysis Plan to the EPA Remedial Project Manager for review and approval prior to initiating any field investigation. The purpose of the plan is to present, in detail, the policy, organization, functional activities, quality assurance and quality control protocols necessary to achieve data quality objectives to be set forth in the RA Work Plan and the sampling protocols and procedures to be used, and the types, locations and frequency of samples to be taken as a part of the RA. The guidances referenced in Section VII.A. above, shall be used as guidance in the preparation of the

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Sampling and Analysis Plan; additional guidance may be provided by EPA as requested.

5. Submit, as part of the Sampling and Analysis Plan, a Quality Assurance Project Plan ("QAPP") for the sample collection, transportation, analysis and reporting to be conducted during the Remedial Action and O&M phases pursuant to this Order. These subsequent QAPPs will be submitted to the EPA Remedial Project Manager for review and approval prior to initiating any field investigations to be described in the respective QAPP and in accordance with the schedule to be included in the RA Work Plan. The purpose of the QAPP is to present, in detail, the data quality objectives, sample collection procedures, and data analysis processes and the procedures to ensure that data quality objectives are met.

6. Ensure, except where otherwise specified in the RA Work Plan and subsequent EPA-approved plans to be prepared as part of this Order, that laboratory(ies) analyzing samples required by this Order shall use the methods described by, and submit deliverables delineated in, the current "Statement of Work of the EPA Contract Lab Program" ("CLP"). All constituents and physical parameters to be analyzed for which CLP methods will not be used will be described in detail in the appropriate QAPP and approved by the EPA Remedial Project Manager prior to conducting of the sampling and analysis to be described in the respective QAPP.

7. Ensure that any laboratory(ies) analyzing samples

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pursuant to this Order demonstrate its capability to perform analyses throughout the RA in compliance with CLP requirements through the periodic analysis of Performance Evaluation ("PE") samples. Analysis of PE samples may be waived by EPA if the laboratory has satisfactorily analyzed PE samples submitted by EPA or PADER within the past six months. Documentation of such PE sample analyses are to be submitted to the EPA Remedial Project Manager for verification in accordance with the schedule to be included in the Work Plan.

8. Conduct, in accordance with the QAPP, audits of the laboratory(ies) that will analyze samples from the Site at a frequency to be specified in the QAPP during the time the laboratory(ies) is conducting analyses. The audits will be conducted to verify analytical capability. Audit reports must be submitted to the EPA Remedial Project Manager within fifteen (15) days of completion of each audit. Respondents must report deficiencies, including all those which adversely impact data quality, reliability or accuracy, and take corrective action within two days of the time the Respondents knew or should have known of the deficiency. Laboratories which are CLP Laboratories need not be audited if the CLP procedures are employed by Respondents.

9. Conduct, in accordance with the QAPP, field audits during the RA to verify that sampling is being performed in accordance with the Sampling and Analysis Plan. Respondents shall submit a report of the field audit to the EPA Remedial

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Project Manager within fifteen (15) days of completion of the audit. Respondents must report deficiencies in implementation of the Sampling and Analysis Plan and propose corrective action within twenty-four (24) hours of the time the Respondents or any contractor or subcontractor discovers any deficiency.

Respondents shall take immediate action to correct any deficiency.

10. Provide data validation of analyses performed by the laboratory(ies) in accordance with the "Functional Guidelines for Data Review" for data derived by CLP methods, or if another method is used, the data validation shall be performed in accordance with the QA/QC data validation criteria set forth in that method. For methods lacking QA/QC data validation protocols, Respondents must establish validation criteria such as those in Section 8 of the EPA Series Methods in 40 C.F.R. § 136. The appropriate quality assurance data validation summary reports shall be submitted, along with sample data and summary sheets, to the EPA Remedial Project Manager in accordance with reporting requirements to be described in the RA Work Plan and O&M Plan.

11. Unless otherwise directed by the EPA Remedial Project Manager, Respondents shall notify EPA not less than fourteen (14) days in advance of any sample collection activity. At the request of EPA, Respondents shall allow split or duplicate samples to be taken by EPA or its authorized representatives, of any samples collected by Respondents with regard to the Site or pursuant to the implementation of this Order. In addition, EPA

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shall have the right to take any additional samples that EPA deems necessary.

12. Notwithstanding any provision of this Order, the United States retains all of its information gathering, inspection and enforcement authorities and rights under CERCLA, RCRA and any other applicable statutes or regulations.

VIII. SITE ACCESS

A. Commencing on the effective date of this Order, Respondents shall provide access to any property owned or controlled by Respondents upon which Work shall be performed pursuant to this Order, to EPA, the Commonwealth of Pennsylvania Department of Environmental Protection, and their respective authorized representatives, employees, agents, consultants, or contractors for the purposes of conducting any activity required by or related to this Order. Such access shall permit EPA, the Commonwealth, and their employees, agents, consultants, contractors, and other authorized representatives to conduct all activities described in paragraph C of this Section VIII.

B. To the extent that Work required by this Order must be performed on property not presently owned or controlled by Respondents, Respondents shall use best efforts to obtain access agreements from the present owners of such property within thirty (30) days of the effective date of this Order. At a minimum, best efforts shall include, but shall not be limited to, a certified letter from Respondents to the present owners of such property requesting access agreements which provide that

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Respondents are authorized to perform all Work required by this Order which must be performed on such property and which fulfill the requirements of paragraphs A and C of this Section VIII. Best efforts shall include agreement to reasonable conditions for access and/or the payment of reasonable fees. In the event that the property owners refuse to provide such access or access agreements are not obtained within thirty (30) days of the effective date of this Order, whichever occurs sooner, the Respondents shall immediately notify EPA, in writing, of all efforts to obtain access and the circumstances of their failures to secure access agreements. EPA may, in its sole unreviewable discretion, thereafter assist Respondents in obtaining access.

C. EPA and its employees, agents, consultants, contractors, and other designated representatives shall have the authority to enter and freely move about all property subject to this Order at all reasonable times for the purposes of, inter alia, inspecting records, operating logs, and contracts related to the Site; reviewing the progress of the Respondents in carrying out the terms of this Order; conducting such tests and taking such samples as EPA deems necessary; using a camera, sound recording, or other documentary type equipment; and verifying the data submitted to EPA by the Respondents.

In addition, EPA and its employees, agents, consultants, contractors, and other authorized representatives shall have authority to enter, at all reasonable times, all areas in which records related to the performance of the Work required by this

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Order are retained. The Respondents shall permit such persons to inspect and copy all records, files, photographs, documents, and other writings, including all sampling and monitoring data, in any way pertaining to Work undertaken pursuant to this Order. Nothing herein shall be interpreted as limiting the inspection or information gathering authorities of EPA under federal law.

D. Notwithstanding any provision of this Order, EPA retains all access authorities and rights under CERCLA and any other applicable statutes and regulations.

IX. FAILURE TO PERFORM

A. In the event of an inability or anticipated inability on the part of Respondents to perform any of the actions required by this Order in the time and/or manner required herein, the Respondents' Project Coordinator, as defined in Section XII (Project Coordinators), below, shall notify EPA orally within forty-eight (48) hours of such event and in writing as soon as possible, but in no event more than ten (10) days after such event. Such notice shall set forth the reason(s) for, and the expected duration of, the inability to perform; the actions taken and to be taken by Respondents to avoid and mitigate the impact of such inability to perform; and the proposed schedule for completing such actions. Such notification shall not relieve Respondents of any obligation of this Order. Respondents shall take all reasonable actions to prevent and minimize any delay.

B. Failure of Respondents to carry out any requirement of this Order in accordance with the terms and conditions specified

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herein may result in the unilateral performance of the required actions by EPA pursuant to applicable authorities, an action to recover treble damages pursuant to CERCLA, and/or the initiation of an enforcement action against Respondents to require Respondents to perform such actions, in addition to any other relief that may be available to EPA pursuant to applicable law.

C. Nothing in this Section or any other provision of this Order shall be construed to limit any powers EPA may have under CERCLA, the NCP, or any other law or regulation.

X. EMERGENCY RESPONSE

A. In the event of any action or occurrence during the performance of the Work which causes or threatens to cause a release of a hazardous substance that constitutes an emergency situation or that may present an immediate threat to the public health or welfare or the environment, Respondents shall, subject to paragraph B of this Section X, immediately take all appropriate action to prevent, abate, or minimize such release or threat of release, and shall immediately notify the EPA Remedial Project Manager, or, if the EPA Remedial Project Manager is unavailable, the Chief of the Southeastern Pennsylvania Remedial Section of the Superfund Pennsylvania Remedial Branch, Hazardous Waste Management Division, EPA Region III. If neither of these persons is available, the Respondents shall notify the EPA Region III Hotline at (215) 597-9898. Respondents shall also immediately notify the Pennsylvania Department of Environmental Protection at (800) 541-2050. Respondents shall take such

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actions in consultation with the EPA Remedial Project Manager or other available authorized EPA officer and in accordance with all applicable provisions of the Health and Safety Plans, the Contingency Plans, or any other applicable plans or documents developed and approved pursuant to this Order.

B. Nothing in the preceding paragraph or in this Order shall be deemed to limit any authority of the EPA to take, direct, or order all appropriate action or to seek an order from the Court to protect human health or welfare or the environment or to prevent, abate, or minimize an actual or threatened release of hazardous substances on, at, or from the Site.

XI. EPA PERIODIC REVIEW

A. Under Section 121(c) of CERCLA, 42 U.S.C. § 9621(c), and any applicable regulations, EPA must review the Remedial Action at least every five (5) years after initiation of the Remedial Action if hazardous substances remain on the Site to assure that the work performed pursuant to this Order adequately protects human health and the environment. Until such time as EPA certifies completion of the Work, Respondents shall conduct the requisite studies, investigations, or other response actions as determined necessary by EPA in order to permit EPA to conduct the reviews under Section 121(c) of CERCLA, 42 U.S.C. § 9621(c). As a result of any reviews performed under this Section, Respondents may be required to perform additional work in accordance with paragraph C of this Section XI or to modify work previously performed.

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B. If required by Sections 113(k)(2) or 117 of CERCLA, 42 U.S.C. §§ 9613(k)(2) or 9617, or the NCP, Respondents and the public will be provided with an opportunity to comment on any additional response actions proposed by EPA as a result of the review conducted pursuant to Section 121(c) of CERCLA, 42 U.S.C. § 9621(c), and to submit written comments for the record during the public comment period. After the period for submission of written comments is closed, the Director, Hazardous Waste Management Division, EPA Region III, or his/her delegate will determine in writing whether additional response actions are appropriate.

C. If the Director, Hazardous Waste Management Division, EPA Region III, or his/her delegate determines that information received, in whole or in part, during the review conducted pursuant to Section 121(c) of CERCLA, 42 U.S.C. § 9621(c), indicates that the Remedial Action is not protective of human health and the environment, the Respondents shall undertake any additional response actions EPA has determined are appropriate in accordance with Subsection VI.D. of this Order.

XII. PROJECT COORDINATORS

A. EPA's Project Coordinator shall be the EPA Remedial Project Manager. EPA's Remedial Project Manager is:

Patrick McManus (3HW21)
Southeast Pennsylvania Remedial Section
U.S. Environmental Protection Agency - Region III
841 Chestnut Building
Philadelphia, PA 19107
(215) 597-8257

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B. EPA has the non-reviewable right to change its Remedial Project Manager. If EPA changes its Remedial Project Manager, EPA will inform Respondents in writing of the name, address and telephone number of the new Remedial Project Manager.

C. The EPA Remedial Project Manager shall have the authority lawfully vested in a Remedial Project Manager by the NCP. In addition, the EPA Remedial Project Manager shall have authority, consistent with the NCP, to halt or redirect any Work required by this Order and to take any necessary response action when s/he determines that conditions at the Site may present an imminent and substantial endangerment to public health or welfare or the environment.

D. Within five (5) days after the effective date of this Order, Respondents shall designate a Project Coordinator and shall submit the name and qualifications of the Project Coordinator to EPA for review and acceptance. Respondents' Project Coordinator shall have the technical expertise sufficient to adequately oversee all aspects of the Work and shall not be acting as an attorney for any of the Respondents in this matter. If Respondents wish to change their Project Coordinator, Respondents shall provide written notice to EPA of the name and qualifications of the new Project Coordinator at least five (5) days prior to changing the Project Coordinator.

E. Respondents' selection of a Project Coordinator shall be subject to EPA acceptance. If EPA does not accept the selection of the Project Coordinator, Respondents shall submit to EPA a

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list of the names and qualifications of proposed Project Coordinators that would be acceptable to them, within fourteen (14) days after receipt of EPA's notice not to accept the Project Coordinator previously selected. EPA will then provide Respondents with written notice identifying each proposed Project Coordinator on the list whose designation would be acceptable to EPA. Within ten (10) days of receipt of EPA's notice identifying acceptable replacement Project Coordinators, Respondents shall select any acceptable Project Coordinator from the list and notify EPA of such selection.

F. Each Project Coordinator will be responsible for overseeing the implementation of this Order.

G. Unless otherwise directed by the EPA Remedial Project Manager, all communications, whether written or oral, from Respondents to EPA shall be directed to the EPA Remedial Project Manager.

H. No informal advice or guidance from the EPA Remedial Project Manager shall relieve Respondents of any obligations under this Order.

XIII. PLANS AND REPORTS REQUIRING EPA APPROVAL

A. Unless otherwise specified in this Order or by the EPA Remedial Project Manager, seven (7) copies of all documents, including plans, reports, and other items required to be submitted to EPA for approval pursuant to this Order, shall be submitted to the EPA Remedial Project Manager in accordance with the requirements of this Section. Two (2) copies of each such

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document shall simultaneously be submitted to the State at the following address:

Mike Timcik
Project Officer
Pennsylvania Department of Environmental Protection
Lee Park, Suite 6010
555 North Lane
Conshohocken, PA 19428
(610) 832-6202

B. Plans, design documents, proposals, reports or other documents shall be signed by a Duly Authorized Representative (as defined in paragraph V.C of this Order) of each Respondent. The Remedial Action Work Plan and any other work plan submitted to EPA for approval pursuant to this Order shall specify which documents shall contain the following certification:

"Except as provided below, I certify that the information contained in or accompanying this [type of submission] is true, accurate, and complete.

"As to (the/those) portion(s) of this [type of submission] for which I cannot personally verify [its/their] accuracy, I certify under penalty of law that this [type of submission] and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations."

Signature: _____

Name: _____

Title: _____

C. After review of any plan, report or other item which is

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required to be submitted for approval by EPA pursuant to this Order, EPA shall, after reasonable opportunity for review and comment by the State: (1) approve, in whole or in part, the submission; (2) approve the submission upon specified conditions; (3) modify the submission to cure the deficiencies; (4) direct that the Respondents modify the submission; (5) disapprove, in whole or in part, the submission, notifying Respondents of deficiencies; or (6) any combination of the above.

D. If EPA disapproves a plan, report, or item because it is substantially deficient, Respondents shall be deemed to be in violation of the provision of this Order requiring Respondents to submit such plan, report, or item, and EPA may assume responsibility for performing all or any portion of the Work. Such EPA performance shall not release Respondents from their obligation to comply with the requirements of this Order.

E. In the event of approval, approval upon conditions, or modification by EPA, Respondents shall proceed to take any action required by the plan, report, or other item, as approved or modified by EPA with respect to the modifications or conditions made by EPA. In the event the preliminary, intermediate, or pre-final design, submitted pursuant to Paragraph VI.D., is approved upon specified conditions by EPA, Respondents shall incorporate all of the requirements contained in EPA's notice of approval upon conditions in the subsequent design submittal. Such subsequent design submittal shall be submitted in accordance with the schedule set forth in the Additional Response Action Work

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Plan, unless otherwise directed by the EPA Remedial Project Manager.

F. Upon receipt of a notice of disapproval or a notice requiring modification of the submission, Respondents shall, within twenty-one (21) days or such other time as specified by EPA in such notice, correct the deficiencies and resubmit the plan, report, or other item for approval. Notwithstanding the notice of disapproval or a notice requiring modification of the submission, Respondents shall proceed, at the direction of EPA, to take any action required by any non-deficient portion of the submission.

G. In the event that a resubmitted plan, report or other item, or portion thereof, is again disapproved by EPA, EPA may require Respondents to correct the deficiencies, in accordance with paragraph XIII.F, immediately above. EPA also retains the right to amend or develop the plan, report or other item. Respondents shall implement any such plan, report, or item as amended or developed by EPA.

H. All plans, reports, and other items required to be submitted to EPA under this Order shall, upon modification and/or approval by EPA, be deemed to be incorporated into and enforceable as part of this Order. In the event that EPA approves a portion of a plan, report, or other item required to be submitted to EPA under this Order, the approved portion shall be deemed to be incorporated into and enforceable as part of this Order.

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I. Notwithstanding any action by EPA, Respondents remain fully responsible for achievement of the Performance Standards, as defined in paragraph V.J of this Order.

J. No failure by EPA to approve, disapprove, or otherwise respond to a document submitted to EPA for approval shall be construed as an approval of such document.

XIV. ASSURANCE OF ABILITY TO COMPLETE WORK

A. Within thirty (30) days of the effective date of this Order, Respondents shall jointly and/or severally demonstrate their ability to complete the Work required by this Order and to pay all claims which may arise from performance of the Work required by this Order by obtaining, and presenting to EPA for approval, financial assurance in the amount of \$1,634,100 in one of the following forms:

1. A surety bond guaranteeing performance of the Work;
2. One or more letters of credit;
3. A trust fund;
4. A guarantee to perform the Work by one or more parent corporations or subsidiaries, or by one or more unrelated corporations that have a substantial business relationship with at least one of the Respondents; or
5. A demonstration that one or more of the Respondents satisfies the requirements of 40 C.F.R. § 264.143(f).

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B. If a Respondent seeks to demonstrate the ability to complete the Work through a guarantee by a third party pursuant to paragraph A.4 of this Section XIV, the Respondent shall demonstrate that the guarantor satisfies the requirements of 40 C.F.R. § 264.143(f). If a Respondent seeks to demonstrate its ability to complete the Work by means of the financial test or the corporate guarantee that Respondent is required to submit

insurance policy. Respondents shall resubmit such certificates and copies of policies each year on the anniversary date of the policies.

E. If Respondents demonstrate by evidence satisfactory to

ownership and transfer records are maintained for the property, a notice of obligation to provide access under Section VIII (Site Access) and related covenants. Each subsequent instrument executed by Owner Respondent conveying an interest in any such property included in the Site shall reference the recorded location of such notice and covenants applicable to the property.

Section XVIII (Access to Information) of this Order, Respondents shall deliver all such records, documents and information to EPA

with Section 104(e)(7) of CERCLA, 42 U.S.C. § 9604(e)(7), and 40 C.F.R. § 2.203(b). Such assertion shall be made in the manner described in 40 C.F.R. § 2.203(b) and substantiated in accordance with 40 C.F.R. § 2.204(e)(4) at the time the assertion is made. Documents or information determined to be confidential by EPA will be afforded the protection specified in 40 C.F.R. Part 2, Subpart B. If no claim of confidentiality accompanies documents or information when they are submitted to EPA, or if EPA has notified Respondents that the documents or information are not confidential under the standards of Section 104(e)(7) of CERCLA or 40 C.F.R. Part 2, the public may be given access to such documents or information without further notice to Respondents. No claim of confidentiality shall be made with respect to any data, including, but not limited to, all sampling, analytical, monitoring, hydrogeologic, scientific, chemical, or engineering data, or any other documents or information evidencing conditions at or around the Site.

C. Respondents may assert that certain documents, records and other information are privileged under the attorney-client privilege or any other privilege recognized by federal courts in actions involving the United States. If the Respondents assert such a privilege, they shall provide EPA with the following: (1) the title of the document, record, or information; (2) the date of the document, record, or information; (3) the name and title of the author of the document, record, or information; (4) the name and title of each addressee and recipient; (5) a description

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of the contents of the document, record, or information; and (6) the nature and basis of the privilege asserted by Respondents.

XIX. COMMUNITY RELATIONS

Respondents shall cooperate with EPA and the State in providing information regarding the Work to the public. As requested by EPA, Respondents shall participate in the preparation of such information for dissemination to the public and in public meetings which may be held or sponsored by EPA to explain activities at or concerning the Site.

XX. CERTIFICATION OF COMPLETION

A. Completion of the Remedial Action

1. Within thirty (30) days after Respondents conclude that the Remedial Action has been fully performed in accordance with this Order and any modifications made hereto, and the Performance Standards have been attained, Respondents shall so certify to EPA in writing and shall schedule and conduct a pre-certification inspection to be attended by Respondents and EPA. Respondents shall invite the State to such pre-certification inspection. If, after the pre-certification inspection, Respondents still believe that the Remedial Action has been fully performed in accordance with this Order and the Performance Standards have been attained, they shall submit a written report to EPA for approval pursuant to Section XIII (Plans and Reports Requiring EPA Approval) within thirty (30) days of the inspection. In the report, a registered professional engineer ("RPE") and a Duly Authorized Representative of each of the

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Respondents shall certify pursuant to paragraph XIII.B that the Remedial Action has been completed in full satisfaction of the requirements of this Order. The written report shall include as-built drawings signed and stamped by a RPE and certified as required by paragraph XIII.B of this Order. If, after completion of the pre-certification inspection and receipt and review of the written report, EPA determines that the Remedial Action or any portion thereof has not been completed in accordance with this Order or that the Performance Standards have not been achieved, EPA will notify Respondents in writing of the activities that must be undertaken to complete the Remedial Action and achieve the Performance Standards. EPA will set forth in the notice a schedule for performance of such activities consistent with the Order or require the Respondents to submit a schedule to EPA for approval pursuant to Section XIII (Plans and Reports Requiring EPA Approval). Respondents shall perform all activities described in the notice in accordance with the specifications and schedules established pursuant to this paragraph.

2. If EPA concludes, based on the initial or any subsequent Certification of Completion by Respondents, that the Remedial Action has been fully performed in accordance with this Order and that the Performance Standards have been achieved, EPA will so certify in writing to Respondents. This certification shall constitute the Certification of Completion of the Remedial Action for purposes of this Order. Certification of Completion of the Remedial Action shall not affect Respondents' obligations

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under this Order that continue beyond the Certification of Completion, including, but not limited to, access, Operation and Maintenance, record retention, indemnification, insurance, payment of fines, and any work to be conducted under Subsection VI.D. (Additional Response Actions), Section XI (EPA Periodic Review), Section XVII (Record Retention), Section XVIII (Access to Information), and Section XIX (Community Relations). This certification shall not limit EPA's right to perform periodic reviews pursuant to Section 121(c) of CERCLA, 42 U.S.C. § 9621(c).

B. Completion of the Work

1. Within thirty (30) days after Respondents conclude that all phases of the Work (including O&M) have been fully performed in accordance with this Order, and the Performance Standards, as defined in paragraph V.J of this Order, have been attained, Respondents shall so notify EPA's Remedial Project Manager by submitting a written report by a RPE certifying that the Work has been completed in full satisfaction of the requirements of this Order. The report shall also contain the certification required by paragraph XIII.B of this Order. If, after review of the written report, EPA determines that any portion of the Work has not been completed in accordance with this Order or that the Performance Standards have not been achieved, EPA will notify Respondents in writing of the activities that must be undertaken to complete the Work. EPA will set forth in the notice a schedule for performance of such

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activities consistent with the Order or require the Respondents to submit a schedule to EPA for approval pursuant to Section XIII (Plans and Reports Requiring EPA Approval). Respondents shall perform all activities described in the notice in accordance with the specifications and schedules established therein.

2. If EPA concludes, based on the initial or any subsequent Certification of Completion by Respondents, that the Work has been fully performed in accordance with this Order and that the Performance Standards have been achieved, EPA will so notify the Respondents in writing.

XXI. NON-LIABILITY OF EPA

By issuance of this Order, EPA assumes no liability for any injuries or damages to persons or property resulting from acts or omissions by Respondents or their respective directors, officers, employees, agents, representatives, successors, assigns, contractors, or consultants in carrying out any action or activity pursuant to this Order. EPA shall not be deemed to be a party to any contract entered into by Respondents or their respective directors, officers, employees, agents, successors, assigns, contractors, or consultants in carrying out any action or activity pursuant to this Order.

XXII. EPA'S RESERVATION OF RIGHTS

A. EPA reserves all rights, claims, interests, and defenses it has under CERCLA or any other law or in equity.

B. Nothing herein shall be construed to prevent EPA from seeking legal or equitable relief to enforce the terms of this

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Order, to seek injunctive relief, and/or to seek the imposition of statutory penalties or punitive damages.

C. EPA reserves the right to disapprove of Work performed by Respondents pursuant to this Order, to require that Respondents correct and/or re-perform any and all Work disapproved by EPA, and to require that Respondents perform response actions in addition to those required by this Order.

D. EPA reserves the right to take enforcement actions, including actions for monetary penalties, for any violation of law, regulation, or of this Order. Failure to comply with this Order subjects Respondents to the assessment of civil penalties of up to \$25,000 per day and/or punitive damages in an amount up to three times the amount of any costs incurred by EPA as a result of such failure pursuant to Sections 106(b) and 107(c) of CERCLA, 42 U.S.C. §§ 9606(b) and 9607(c). EPA may also undertake other actions as it may deem necessary or appropriate for any purpose, including, but not limited to, actions pursuant to Sections 104 and/or 106 of CERCLA, 42 U.S.C. §§ 9604 and/or 9606.

E. EPA reserves the right to undertake removal and/or remedial actions, including all actions required by this Order, at any time such actions are appropriate under CERCLA and the NCP, and to seek reimbursement from Respondents for any costs incurred.

F. EPA reserves the right to bring an action against Respondents pursuant to Section 107 of CERCLA, 42 U.S.C. § 9607, for recovery of all response costs incurred by EPA in connection

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with this Order and not reimbursed by Respondents, as well as any other costs incurred by EPA in connection with response actions conducted pursuant to CERCLA at the Site. This reservation shall include but not be limited to past costs, direct costs, indirect costs, the costs of oversight, the costs of analyzing the cost documentation to support oversight cost demand, as well as accrued interest as provided in Section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

G. Without limitation of any other provision in this Order, EPA reserves the right to bring actions against, and/or issue orders to, Respondents pursuant to applicable authorities for any purpose including, but not limited to, performance of response actions other than those performed by Respondents pursuant to this Order.

XXIII. EFFECT OF ORDER/INVALIDATION OF A PROVISION

A. Nothing herein shall constitute or be construed as a release from liability of Respondents or any other person.

B. Nothing in this Order shall constitute or be construed as a release from any claim, cause of action, or demand in law or equity against any person, firm, partnership, or corporation not bound by this Order for any liability it may have arising out of or relating in any way to the generation, storage, treatment, handling, transportation, release, or disposal of any hazardous substances, hazardous wastes, pollutants, or contaminants found at, taken to, or taken from the Site.

C. This Order does not constitute any decision on pre-

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authorization of funds under Section 111(a)(2) of CERCLA,
42 U.S.C. § 9611(a)(2).

D. Invalidation of any provision or requirement of this Order shall not affect the validity of any other provision or requirement of this Order.

**XXIV. EFFECTIVE DATE, OPPORTUNITY TO CONFER,
AND NOTICE OF INTENT TO COMPLY**

A. This Order is deemed issued on the date it is signed by the Acting Regional Administrator of EPA Region III. This Order shall become effective thirty (30) days following the date on which it is issued.

B. Not later than twenty (20) days from the date of issuance of this Order, Respondents may confer with EPA to discuss the scope and applicability of this Order, the findings upon which this Order is based, the appropriateness of any action or activity required to be undertaken hereby, or other issues directly relevant to issuance of this Order. Such a conference is not, and shall not be deemed to be, an adversarial hearing or part of a proceeding to challenge this Order, and no official stenographic record of such proceeding shall be kept. Any request for a conference within the prescribed time frame shall be made to:

Andrew Duchovnay (3HW22)
Senior Assistant Regional Counsel
U.S. Environmental Protection Agency
841 Chestnut Building
Philadelphia, PA 19107
(215) 597-8252

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C. No later than two (2) days after the effective date of this Order, each Respondent shall provide notice in writing to EPA's Remedial Project Manager stating whether such Respondent will comply with the terms of this Order. Failure by Respondents to provide such notice shall be a violation of this Order and deemed to be a decision by Respondents not to comply with the terms of this Order. In the event either Respondent elects not to comply with this Order, such Respondent shall identify all reasons supporting such decision which Respondent claims as "sufficient cause" within the meaning of Sections 106(b) and 107(c)(3) of CERCLA, 42 U.S.C. §§ 9606(b) and 9607(c)(3). The absence of a response by EPA to the notice required by this paragraph shall not be deemed to be acceptance of Respondents' assertions nor as a position taken by the Agency with regard to those assertions.

XXV. ADMINISTRATIVE RECORD

The Administrative Record compiled in support of this Order may be reviewed at the EPA Region III offices by contacting the EPA Remedial Project Manager.

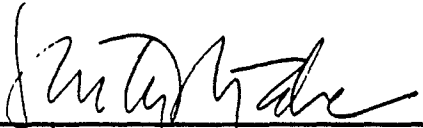
XXVI. MODIFICATIONS

A. Modification to any document submitted to and approved or accepted by EPA pursuant to this Order may be made in writing by EPA. The effective date of such modification shall be the date on which the Respondents receive notice of such modification.

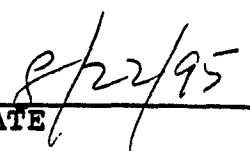
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B. Except as otherwise provided in paragraph A of this Section XXVI, the provisions of this Order may be modified at any time, in writing, solely by the EPA Region III Regional Administrator.

IT IS SO ORDERED.



W. Michael McCabe
Regional Administrator
U.S. Environmental Protection Agency
Region III



DATE

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ATTACHMENT 1
RECORD OF DECISION

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ATTACHMENT 2
FINAL DESIGN
FOR THE WATER SUPPLY AND TREATMENT SYSTEM

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